

EUROCELL PLC ("the Company")

The following resolutions were passed on a poll as special business at the Annual General Meeting held on 19 May 2016:

Ordinary resolutions

4. To approve Part A of the Directors' Remuneration Report for the year ended 31 December 2015 comprising the directors' remuneration policy for the Company as set out in the Company's annual report and accounts for the year ended 31 December 2015, such policy to take effect immediately following the conclusion of the meeting.
14. THAT:
 - (i) subject to and in accordance with Article 15 of the Articles of Association of the Company, the board be and it is hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (in substitution for any existing authority to allot shares) to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £33,333.33 provided that such authority shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the board may allot shares and grant rights to subscribe or convert securities into shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired,

and further,
 - (ii) the board be and it is hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the said Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £33,333.33 provided that this authority shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
18. That the Company be authorised to make donations to political parties, to independent election candidates and to political organisations and to incur political expenditure (in each case as defined in Part 14 of the Companies Act 2006) not exceeding £100,000.00 in total during the period of one year beginning with the date of the 2016 annual general meeting.
19. THAT, the rules of the Eurocell Plc Save As You Earn Scheme 2016 ("SAYE Scheme"), the principal terms of which are summarised at Appendix 1 to the notice of annual general meeting, be approved and the Directors be authorised to do all such acts and things as they may consider necessary or expedient to establish the SAYE Scheme and carry it into effect.
20. That the rules of the Eurocell Plc Share Incentive Plan 2016 ("SIP"), the principal terms of which are summarised at Appendix 2 to the notice of annual general meeting, be approved and the Directors be authorised to do all such acts and things as they may consider necessary or expedient to establish the SIP and carry it into effect.

Special resolutions

15. THAT, subject to the passing of resolution 14 as set out in the notice of annual general meeting, and in accordance with Article 16 of the Articles of Association of the Company, the board be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the said Act) for cash pursuant to the general authority conferred by resolution 14 as set out in the notice of this meeting as if section 561(1) of the said Act did not apply to such allotment, provided that this power shall be limited to allotments of equity securities:

- (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
- (ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £10,000,

and such power shall expire on the conclusion of the next annual general meeting of the Company or 15 months after the passing of this resolution (whichever is the earlier) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the board may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

16. THAT, the Company be generally and unconditionally authorised, pursuant to Article 9 of the Articles of Association of the Company and pursuant to section 701 of the Companies Act 2006, to make market purchases (as defined in section 693(4) of the Companies Act 2006) of up to 10,000,000 Ordinary Shares of 0.1p each in the capital of the Company (being approximately 10 per cent of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (i) the amount paid for each share (exclusive of expenses) shall not be more than the higher of:
 - a) 105 per cent of the average market value of an ordinary share in the Company taken from the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - b) an amount equal to the higher of the price of the last independent trade of an ordinary share in the Company and the highest current independent bid for an ordinary share in the Company as derived from the Daily Official List of London Stock Exchange plc;
- (ii) the minimum price which may be paid for each ordinary share is 0.1p per share; and
- (iii) the authority herein contained shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2017 or on 18 November 2017, whichever is earlier, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred hereby had not expired.

21. THAT:

- (i) the appropriations of distributable profits of the Company (as shown in the annual accounts of the Company made up to 31 December 2015) to the payment of the interim dividend of 2.7 pence per ordinary share paid on 9 October 2015 ("Interim Dividend"), by reference to the same record date as the original accounting entry for the Interim Dividend be and is hereby authorised;
- (ii) any and all claims which the Company has or may have arising out of or in connection with the payment of the Interim Dividend against its shareholders who appeared on the register of shareholders on the record date for the Interim Dividend (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if he or she is deceased) be waived and released, and a deed of release in favour of such shareholders (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if he or she is deceased) be entered into by the Company in the form produced to the General Meeting and initialled by the Chairman for the purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a deed poll for and on behalf of the Company; and
- (iii) any and all claims which the Company has or may have against each of its Directors, arising out of or in connection with the approval, declaration or payment of the Interim Dividend be waived and released and that a deed of release in favour of each of such Directors, be entered into by the Company in the form produced to the General Meeting and initialled by the Chairman for purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a deed poll for and on behalf of the Company.



Company secretary

4th November 2016

